



SO ORDERED.

SIGNED this 28 day of July, 2009.

**THIS ORDER HAS BEEN ENTERED ON THE DOCKET.
PLEASE SEE DOCKET FOR ENTRY DATE.**

A handwritten signature in black ink, reading "Marcia P. Parsons", is written over a horizontal line.

**Marcia Phillips Parsons
UNITED STATES BANKRUPTCY JUDGE**

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF TENNESSEE**

In re:

APPALACHIAN OIL COMPANY, INC.,

Debtor

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Chapter 11

Case No. 09-50259

**INTERIM FOURTH AMENDMENT TO FINAL ORDER AUTHORIZING
DEBTOR IN POSSESSION FINANCING AND USE OF CASH COLLATERAL**

Upon Joint Motion for Entry and Filing of Interim Fourth Amendment to Final Order Authorizing Debtor in Possession Financing and Use of Cash Collateral (the "Motion") and the agreement of the Debtor Appalachian Oil Company, Inc. (the "Debtor") and Greystone Business Credit II, L.L.C. ("Greystone") to further amend the Final Order Authorizing Debtor in Possession Financing and Use of Cash Collateral (the "Order") [DOCUMENT NO. 242], as previously amended by Amendment to Final Order Authorizing Debtor in Possession Financing and Use of

Cash Collateral (the "Amended Order") [DOCUMENT NO. 418], as further amended by Second Amendment to Final Order Authorizing Debtor in Possession Financing and Use of Cash Collateral (the "Second Amended Order", and as further amended by Agreed Interim Third Amendment to Final Order Authorizing Debtor in Possession Financing and Use of Cash Collateral and Amendment to Settlement Order (the "Third Amended Order"), **IT IS HEREBY ORDERED** that the Order, the Amended Order, the Second Amended Order and the Third Amended Order are amended as follows:

1. That Paragraph F of the Court's findings in the Order is deleted and the following substituted in lieu thereof:

Debtor has requested that Greystone and Greystone has agreed to continue to provide a secured post petition revolving credit facility in favor of Debtor (the "DIP Facility") pursuant to which Debtor may obtain post petition loans from time to time ("DIP Loans"), in an amended, increased aggregate amount up to Three Million Nine Hundred Thousand and 00/100 Dollars (\$3,900,000.00) outstanding at any time, including amounts previously advanced pursuant to the Interim Order, the Order, the Amended Order, the Second Amended Order, and the Third Amended Order for the purposes set forth in the budget attached as Exhibit A to the Order, the budget attached as Exhibit B to the Amended Order, the Budget attached as Exhibit C to the Second Amended Order and the Budget attached hereto as **Exhibit D** (or at any time amended with the written consent of Greystone, herein the "Budget"), secured by all assets of Debtor, wherever located and whether arising prior to or after the Petition Date, provided however, that Greystone shall not have any security interest or lien upon any cause of action that Debtor may have pursuant to Chapter 5 of the Bankruptcy Code; provided that Greystone's liens and security interests shall be junior to the liens and security interests granted to the Product Vendors pursuant to their Order and provided further that, unless waived by Greystone, Debtor's ability to obtain financing is conditional on its ability to generate the sales set forth in the Budget;

2. That Paragraph 1 of the Order, Paragraph 2 of the Amended Order, Paragraph 2 of the Second Amended Order and Paragraph 2 of the Third Amended Order are amended to reflect: (i) an increase in the amount of the DIP Facility from Three Million Three Hundred Fifty Thousand and 00/100 Dollars (\$3,350,000.00) to Three Million Nine Hundred Thousand

and 00/100 Dollars (\$3,900,000.00), and (ii) an extension of the maturity date of the DIP Facility from July 26, 2009 until August 30, 2009;

3. That all other provisions of the Order, Amended Order, the Second Amended Order and the Third Amended Order are adopted and incorporated herein by reference, and shall remain in full force and effect;

4. That the capitalized terms used herein shall have the same meaning as set forth in the Order, the Amended Order, the Second Amended Order and the Third Amended Order; and

5. That a final hearing on the Motion is scheduled for August 25, 2009 at 9:00 a.m., Bankruptcy Courtroom, James H. Quillen United States Courthouse, Greeneville, Tennessee.

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APPROVED FOR ENTRY:

/s/Mark S. Dessauer

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Appalachian Oil Final Budget 7/27/09-8/30/09																
	Jul 27, 2009 Monday	Jul 28, 2009 Tuesday	Jul 29, 2009 Wednesday	Jul 30, 2009 Thursday	Jul 31, 2009 Friday	Aug 1, 2009 Saturday	Aug 2, 2009 Sunday	DIP 4 Week 1	Aug 3, 2009 Monday	Aug 4, 2009 Tuesday	Aug 5, 2009 Wednesday	Aug 6, 2009 Thursday	Aug 7, 2009 Friday	Aug 8, 2009 Saturday	Aug 9, 2009 Sunday	DIP 4 Week 2
Stores in Service	47	47	47	47	47	47	47	47	47	47	47	47	47	47	47	47
Gallons Sold	55,000	55,000	56,000	56,500	62,000	58,000	45,500	390,000	55,000	55,000	56,000	56,500	62,000	58,000	45,500	390,000
Ave PPG	\$2.33	\$2.33	\$2.33	\$2.33	\$2.33	\$2.33	\$2.33		\$2.33	\$2.33	\$2.33	\$2.33	\$2.33	\$2.33	\$2.33	
Fuel Sales	\$128,150	\$128,150	\$130,480	\$136,305	\$144,460	\$135,140	\$106,015	\$908,700	\$128,150	\$128,150	\$130,480	\$136,305	\$144,460	\$135,140	\$106,015	\$908,700
Inside Revenues	\$60,000	\$67,000	\$69,000	\$70,000	\$75,000	\$63,000	\$50,000	\$454,000	\$60,000	\$67,000	\$69,000	\$70,000	\$75,000	\$63,000	\$50,000	\$454,000
Total Sales	\$188,150	\$195,150	\$199,480	\$206,305	\$219,460	\$198,140	\$156,015	\$1,362,700	\$188,150	\$195,150	\$199,480	\$206,305	\$219,460	\$198,140	\$156,015	\$1,362,700
Beginning Cash Balance	(\$116,705)	(\$114,523)	\$75,035	\$51,931	\$30,032	(\$42,458)	(\$42,458)		(\$42,458)	(\$181,016)	(\$5,973)	\$7,491	(\$55,538)	(\$131,220)	(\$131,220)	
Cash Deposits	\$200,711	\$332,416	\$136,605	\$139,636	\$144,414			\$953,782	\$200,765	\$332,470	\$136,605	\$139,636	\$144,414			\$953,890
Credit Card Deposits	\$60,642	\$172,038	\$56,445	\$58,545	\$59,844			\$407,514	\$61,892	\$172,085	\$56,445	\$58,545	\$59,844			\$408,810
Store Deposits/Asset sale																
proceeds	\$3,000	\$3,000	\$3,000	\$3,000	\$3,000	\$3,000		\$15,000	\$3,000	\$3,000	\$3,000	\$3,000	\$3,000	\$3,000		\$15,000
Other Deposits	\$3,000	\$3,000	\$3,000	\$3,000	\$3,000			\$15,000	\$3,000	\$3,000	\$3,000	\$3,000	\$3,000			\$15,000
Marathon/Citgo credit card deposits																
Total Deposits	\$267,353	\$510,454	\$199,050	\$204,181	\$210,258	\$0	\$0	\$1,391,296	\$268,657	\$510,555	\$199,050	\$204,181	\$210,258	\$0	\$0	\$1,392,700
Apco Corp Disbursements																
Fuel	\$365,171	\$124,300	\$131,080	\$131,080	\$146,900			\$898,531	\$357,080	\$124,300	\$126,560	\$132,210	\$140,120			\$880,270
Inside Goods	\$25,000	\$110,964	\$25,000	\$25,000	\$60,648			\$185,964	\$25,000	\$110,964	\$25,000	\$25,000	\$60,648			\$250,000
Payroll	\$0	\$0	\$0	\$0	\$60,648			\$60,648	\$0	\$0	\$0	\$0	\$105,819			\$105,819
Payroll Taxes	\$0	\$0	\$29,694	\$0	\$0			\$29,694	\$0	\$0	\$17,778	\$0	\$0			\$17,778
Sales/Use and other taxes	\$38,819	\$6,500						\$38,819		\$0						\$0
Rents		\$6,500						\$6,500		\$0						\$0
Store Use								\$0								\$0
Insurance	\$0	\$23,513	\$21,380	\$0	\$0			\$44,893	\$135	\$19,412	\$1,248	\$0	\$0			\$20,795
Telephone/Utilities				\$50,000	\$0			\$50,000				\$50,000	\$0			\$50,000
DIP Interest Fees								\$0								\$0
Professional Fees	\$0	\$1,800	\$0		\$35,000			\$36,800	\$0	\$1,800	\$0	\$40,000	\$0			\$41,800
US Trustee					\$0			\$0					\$0			\$0
Cash Short/Driveoffs								\$0								\$0
Maintenance	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500			\$12,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500			\$12,500
Other OpEx	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500			\$12,500	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500			\$12,500
Total Corporate	\$395,171	\$310,896	\$212,154	\$211,080	\$247,748	\$0	\$0	\$1,377,049	\$387,215	\$326,512	\$175,586	\$252,210	\$250,939	\$0	\$0	\$1,351,482
Disbursements - Store																
Beer	\$10,000	\$5,000	\$5,000	\$10,000	\$30,000			\$60,000	\$10,000	\$5,000	\$5,000	\$10,000	\$30,000			\$60,000
Store Paid Outs	\$10,000	\$5,000	\$5,000	\$5,000	\$5,000			\$30,000	\$10,000	\$5,000	\$5,000	\$5,000	\$5,000			\$30,000
Vendor Deposits								\$0								\$0
Total Stores	\$20,000	\$10,000	\$10,000	\$15,000	\$35,000	\$0	\$0	\$90,000	\$20,000	\$10,000	\$10,000	\$15,000	\$35,000	\$0	\$0	\$90,000
Ending Cash Balance	(\$264,523)	\$75,035	\$51,931	\$30,032	(\$42,458)	(\$42,458)	(\$42,458)		(\$181,016)	(\$5,973)	\$7,491	(\$55,538)	(\$131,220)	(\$131,220)	(\$131,220)	
Starting DIP	\$3,350,000															
New Borrowing/(Repayments)	\$160,000															
DIP LOAN BALANCE	\$3,500,000	\$3,500,000	\$3,500,000	\$3,500,000	\$3,500,000	\$3,500,000	\$3,500,000	\$3,500,000	\$3,500,000	\$3,500,000	\$3,500,000	\$3,500,000	\$3,500,000	\$3,500,000	\$3,500,000	\$3,500,000

EXHIBIT

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Appalachian Oil Final Budget													DIP 4							
7/2/09-8/20/09													Week 3							
	Aug 10, 2009	Aug 11, 2009	Aug 12, 2009	Aug 13, 2009	Aug 14, 2009	Aug 15, 2009	Aug 16, 2009						Aug 17, 2009	Aug 18, 2009	Aug 19, 2009	Aug 20, 2009	Aug 21, 2009	Aug 22, 2009	Aug 23, 2009	DIP 4
	Monday	Tuesday	Wednesday	Thursday	Friday	Saturday	Sunday						Monday	Tuesday	Wednesday	Thursday	Friday	Saturday	Sunday	Week 4
Stores in Service	47	47	47	47	47	47	47	47	47	47	47	47	47	47	47	47	47	47	47	47
Gallons Sold	55,000	55,000	56,000	58,500	62,000	58,000	45,500	390,000					55,000	55,000	56,000	58,500	62,000	58,000	45,500	390,000
Ave PPG	\$2.35	\$2.35	\$2.35	\$2.35	\$2.35	\$2.35	\$2.35	\$2.35					\$2.37	\$2.37	\$2.37	\$2.37	\$2.37	\$2.37	\$2.37	\$2.37
Fuel Sales	\$129,250	\$129,250	\$131,600	\$137,475	\$145,700	\$136,300	\$106,925	\$916,500					\$130,350	\$130,350	\$132,720	\$138,645	\$146,940	\$137,460	\$107,835	\$924,300
Inside Revenues	\$60,000	\$67,000	\$69,000	\$70,000	\$75,000	\$63,000	\$50,000	\$454,000					\$60,000	\$67,000	\$69,000	\$70,000	\$75,000	\$63,000	\$50,000	\$464,000
Total Sales	\$189,250	\$196,250	\$200,600	\$207,475	\$220,700	\$199,300	\$196,925	\$1,370,500					\$190,350	\$197,350	\$201,720	\$208,645	\$221,940	\$200,460	\$167,835	\$1,378,300
Beginning Cash Balance	(\$131,220)	(\$270,773)	(\$215,566)	(\$234,821)	(\$269,652)	(\$299,207)	(\$299,207)						(\$299,207)	(\$440,921)	(\$417,052)	(\$32,508)	(\$184,479)	(\$259,090)	(\$259,090)	
Cash Deposits	\$200,765	\$333,240	\$137,375	\$140,420	\$145,233			\$957,033					\$201,924	\$335,169	\$136,145	\$141,204	\$146,052			\$962,493
Credit Card Deposits	\$61,892	\$172,085	\$56,775	\$58,875	\$60,180			\$409,806					\$62,243	\$173,078	\$57,105	\$59,205	\$60,516			\$412,146
Store Deposits/Asset sale proceeds	\$3,000	\$3,000	\$3,000	\$3,000	\$3,000			\$15,000					\$3,000	\$3,000	\$3,000	\$3,000	\$3,000			\$15,000
Other Deposits	\$3,000	\$3,000	\$3,000	\$3,000	\$3,000			\$15,000					\$3,000	\$3,000	\$3,000	\$3,000	\$3,000			\$15,000
Marathon/Citigo credit card deposits																				
Total Deposits	\$268,657	\$511,325	\$200,150	\$205,295	\$211,413	\$0	\$0	\$1,396,839					\$270,166	\$514,246	\$201,250	\$206,409	\$212,568	\$0	\$0	\$1,404,838
Apco Corp Disbursements																				
Fuel	\$356,210	\$124,300	\$126,560	\$132,210	\$140,120			\$881,400					\$361,380	\$125,400	\$127,680	\$133,360	\$141,360			\$889,200
Inside Goods	\$25,000	\$175,000	\$25,000	\$25,000	\$60,848			\$250,000					\$25,000	\$175,000	\$25,000	\$25,000	\$25,000			\$250,000
Payroll	\$0	\$0	\$0	\$0	\$60,848			\$60,848					\$0	\$0	\$0	\$0	\$105,619			\$105,619
Payroll Taxes	\$0	\$0	\$23,695	\$0	\$0			\$23,695					\$0	\$0	\$17,778	\$0	\$0			\$17,778
Sales/Use and other taxes			\$23,000		\$23,000			\$23,000								\$130,000				\$130,000
Rents	Send checks	\$118,000		\$146,440				\$284,440					\$500	\$0	\$0					\$500
Store Use								\$0												\$0
Insurance	\$0	\$22,037	\$130	\$1,476	\$0			\$23,643					\$0	\$3,177	\$1,248	\$0	\$0			\$4,425
Telephone/Utilities				\$50,000				\$50,000								\$50,000				\$50,000
DIP Interest Fees								\$0												\$0
Professional Fees	\$0	\$1,800	\$0	\$35,000	\$0			\$36,800					\$0	\$1,800	\$0	\$0	\$0			\$1,800
US Trustee					\$0			\$0									\$0			\$0
Cash Short/Drifts/offs								\$0												\$0
Maintenance	\$2,500	\$2,500	\$2,500	\$2,500	\$2,500			\$12,500					\$2,500	\$2,500	\$2,500	\$2,500	\$2,500			\$12,500
Other OpEx	\$2,500	\$2,500	\$2,500	\$32,500	\$2,500			\$42,500					\$2,500	\$2,500	\$2,500	\$2,500	\$2,500			\$12,500
Total Corporate	\$388,210	\$446,137	\$209,385	\$425,126	\$205,968	\$0	\$0	\$1,674,426					\$391,880	\$310,377	\$176,706	\$343,380	\$252,179	\$0	\$0	\$1,474,522
Disbursements - Stores																				
Beer	\$10,000	\$5,000	\$5,000	\$10,000	\$30,000			\$60,000					\$10,000	\$5,000	\$5,000	\$10,000	\$30,000			\$60,000
Store Paid Outs	\$10,000	\$5,000	\$5,000	\$5,000	\$5,000			\$30,000					\$10,000	\$5,000	\$5,000	\$5,000	\$5,000			\$30,000
Vendor Deposits								\$0												\$0
Total Stores	\$20,000	\$10,000	\$10,000	\$15,000	\$35,000	\$0	\$0	\$90,000					\$20,000	\$10,000	\$10,000	\$15,000	\$35,000	\$0	\$0	\$90,000
Ending Cash Balance	(\$270,773)	(\$215,566)	(\$234,821)	(\$469,652)	(\$299,207)	(\$299,207)	(\$299,207)						(\$440,921)	(\$247,052)	(\$32,508)	(\$184,479)	(\$259,090)	(\$259,090)	(\$259,090)	
Starting DIP																				
New Borrowing/(Repayments)								\$200,000												
DIP LOAN BALANCE	\$3,500,000	\$3,500,000	\$3,500,000	\$3,700,000	\$3,700,000	\$3,700,000	\$3,700,000						\$3,700,000	\$3,900,000	\$3,900,000	\$3,900,000	\$3,900,000	\$3,900,000	\$3,900,000	\$3,900,000

